



January 12, 2011

BY HAND-DELIVERY

The Honorable Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
395 E Street, SW, Room #100
Washington, DC 20423-0001

Adrian L. Steel, Jr.
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228627

Re: Finance Docket No. 32549, *Burlington Northern Inc.*
and Burlington Northern Railroad Company – Control
and Merger – Santa Fe Pacific Corporation and The
Atchison, Topeka and Santa Fe Railway Company

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Office of Proceedings

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Part of
Public Record

Dear Ms. Brown:

Enclosed for filing in the above-captioned proceeding is the original and ten (10) copies of Union Pacific Railroad Company and BNSF Railway Company's Joint Motion for Abeyance.

Also enclosed is a CD with the text of the pleading in Word format.

I would appreciate it if you would date-stamp the enclosed extra copy and return it to the messenger for our files.

Please contact me if you have any questions. Thank you.

Sincerely yours

Adrian L. Steel, Jr.

Enclosures

cc: Michael L. Rosenthal, Esq.
Parties of Record



UP-13/BNSF-58

BEFORE THE
SURFACE TRANSPORTATION BOARD

228627

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Public Record

Finance Docket No. 32549

BURLINGTON NORTHERN INC. AND
BURLINGTON NORTHERN RAILROAD COMPANY
- CONTROL AND MERGER -
SANTA FE PACIFIC CORPORATION AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

JOINT MOTION FOR ABEYANCE

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January 12, 2011

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 32549

**BURLINGTON NORTHERN INC. AND
BURLINGTON NORTHERN RAILROAD COMPANY
– CONTROL AND MERGER –
SANTA FE PACIFIC CORPORATION AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY**

JOINT MOTION FOR ABEYANCE

Union Pacific Railroad Company ("UP") and BNSF Railway Company ("BNSF") hereby jointly submit this Motion for Abeyance of UP's Petition to Institute a Proceeding to Clarify the Fee Adjustment Mechanism for Trackage Rights Imposed as a Condition on the BN/Santa Fe Merger ("Petition") filed on December 23, 2010. The parties have agreed to continue negotiations concerning the matters raised by UP's Petition, and they believe that an abeyance would facilitate their efforts to resolve their dispute. The parties have agreed that, forty-five (45) days after the date of any Board order granting this Motion, either party may terminate the abeyance by providing written notice to the Board.

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing Joint Motion for Abeyance have been served by first-class mail, postage prepaid, on all parties of record in Finance Docket No. 32549.

A handwritten signature in black ink, appearing to read "Adrian L. Steel, Jr.", written over a horizontal line.

Adrian L. Steel, Jr.